

MORRISON | FOERSTER

1290 AVENUE OF THE AMERICAS
NEW YORK, NY 10104-0050

TELEPHONE: 212.468.8000
FACSIMILE: 212.468.7900

WWW.MOFO.COM

MORRISON & FOERSTER LLP

NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SACRAMENTO, SAN DIEGO,
DENVER, NORTHERN VIRGINIA,
WASHINGTON, D.C.

TOKYO, LONDON, BRUSSELS,
BEIJING, SHANGHAI, HONG KONG

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Writer's Direct Contact

212.468.8043

CKerr@mofo.com

By Email

The Honorable Martin Glenn
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

Re: In re Residential Capital, LLC, et al., Chapter 11 Case No. 12-12020 (MG)

Dear Judge Glenn:

We are counsel to Residential Capital, LLC and its debtor affiliates in the above-captioned cases (the "Debtors"). We write in connection with the designation of deposition testimony submitted in connection with the Plan Confirmation and Phase II trial.

On November 18, 2013, the parties filed their Second Consolidated Deposition Designations [Dkt. No. 5803]. The filing included color coded transcripts—setting forth affirmative designations, counter-designations—for each of the following eighteen depositions: (1) Michael Pinzon [Dkt. No. 5803-1]; (2) Teresa Rae Farley [Dkt. No. 5803-2]; (3) Conor Bastable [Dkt. No. 5803-3]; (4) Reid Snellenbarger [Dkt. No. 5803-4]; (5) Barbara Westman [Dkt. No. 5803-5]; (6) Cathy Dondzila [Dkt. No. 5803-6]; (7) Tammy Hamzehpour [Dkt. No. 5803-7]; (8) William Marx [Dkt. No. 5803-8]; (9) Joe Cortese [Dkt. No. 5803-9]; (10) Lewis Kruger [Dkt. No. 5803-10]; (11) James Aretakis [Dkt. No. 5803-11]; (12) Mark Renzi [Dkt. No. 5803-12]; (13) James Young [Dkt. No. 5803-13]; (14) Al Celini [Dkt. No. 5803-14]; (15) Tom Marano [Dkt. No. 5803-15]; (16) Michael Carpenter [Dkt. No. 5803-16]; (17) Adam Glassner [Dkt. No. 5803-17]; and (18) Susheel Kirpalani [Dkt. No. 5803-18]. The parties included in this filing their objections, if any, to the deposition designations that they had not been able to resolve as of that date.

Following the conference with the Court on December 3, 2013, at which Your Honor raised the issue of these deposition designations (*see* 12/3/2013 Hr'g Tr. at 42:12-43:12), the parties discussed how best to proceed in light of the unresolved objections to certain designated deposition testimony submitted to the Court.

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The parties specifically discussed whether (1) to withdraw all designations or cross designations of deposition testimony to which any party objected; or (2) to withdraw all objections to any of the designated testimony. Because both parties were rightfully concerned about being able to preserve their positions in the event that the proposed Plan was not approved or did not become Effective, neither course was satisfactory.

In view of the JSN Settlement, however, we do not believe that the Court will need to resolve any of these unresolved objections in order to rule on Plan Confirmation. The vast majority of the deposition designations submitted by the parties relates to Phase II rather than Plan Confirmation issues. More importantly, the Plan Proponents' proposed Findings of Fact include only a single citation to the deposition testimony of Lewis Kruger, to which there was no asserted objection. Therefore, in deciding whether to confirm the Plan and approve the JSN Settlement based on the Plan Proponents' proposed Findings of Fact, the Court will have a full record before it without having to resolve any objections to referenced deposition testimony.

Thus, the parties respectfully request that the Court permit the parties to maintain their current objections to the designations and cross-designations of deposition testimony. In the event the Plan is not confirmed or does not become Effective, the parties would thereafter meet and confer to seek to resolve any remaining objections to the extent necessary.

Respectfully submitted,

/s/Charles L. Kerr

Charles L. Kerr

cc: J. Christopher Shore, Esq. (by electronic delivery)
Gerard Uzzi, Esq. (by electronic delivery)
Daniel M. Perry (by electronic delivery)
David S. Cohen (by electronic delivery)
Kenneth H. Eckstein (by electronic delivery)
Phillip S. Kaufman (by electronic delivery)
Gregory Horowitz (by electronic delivery)
Bradley P. O'Neill (by electronic delivery)
David M. Schlecker (by electronic delivery)